

Company Number: SC109663

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
OF
GOLDEN FOOD PRODUCTS LIMITED
(the "**Company**")

Circulated on 16 June 2011 (the "**Circulation Date**")

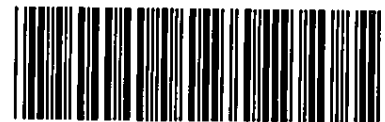
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the first resolution is passed as a special resolution and the second and third resolutions are passed as ordinary resolutions (the "**Resolutions**");

SPECIAL RESOLUTION

1. "**THAT** pursuant to section 641(1)(a) of the Companies Act 2006 (i) the issued share capital of the Company be reduced from £350,000 to £1 by cancelling and extinguishing 349,999 ordinary shares of £1 each in the capital of the Company (the "**Reduction**"); and (ii) that the amount of £349,999 be credited to the Company's profit and loss account."

ORDINARY RESOLUTIONS

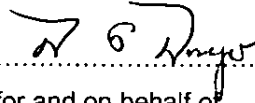
2. "**THAT** subject to the approval of the Reduction, the payment of a dividend in the amount of £349,999 (the "**Dividend**"), be and hereby is approved."
3. "**THAT** subject to the approval of the Reduction and the Dividend, the directors of the Company be authorised to request that the Registrar of Companies remove the Company from the register of companies pursuant to section 1003 of the Companies Act 2006."



AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:


.....

for and on behalf of

Glanbia (UK) Limited

Dated: 16 June 2011

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.